UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re	:	**Chapter 11**
KABBAGE, INC. d/b/a KSERVICING, *et al.*,	:	**Case No. 22-10951 (CTG)**
Debtors.[1]	:	**(Joint Administration Requested)**
	:	**Ref. Docket Nos. 3 & 12**

CERTIFICATION OF COUNSEL REGARDING (I) ORDER PURSUANT TO FED. R. BANKR. P. 1015(b) DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES AND (II) EMERGENCY BRIDGE ORDER AUTHORIZING DEBTORS' POSTPETITION USE OF CASH MANAGEMENT SYSTEM ON AN INTERIM BASIS PENDING A FURTHER HEARING

The undersigned hereby certifies as follows:

1. On October 3, 2022 (the "**Petition Date**"), Kabbage, Inc. d/b/a KServicing and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), commenced with the Court voluntary cases under chapter 11 of title 11 of the United States Code.

2. The Court has scheduled a hearing on October 6, 2022 at 9:30 a.m. (Eastern Time) (the "**First Day Hearing**"), to consider various motions for relief filed by the Debtors requesting "first day" relief, including, among other motions, the following:

- *Motion of Debtors for Entry of Order Directing Joint Administration of Related Chapter 11 Cases* [Docket No. 3] (the "**Joint Administration Motion**"); and

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable are: Kabbage, Inc. d/b/a KServicing (3937); Kabbage Canada Holdings, LLC (N/A); Kabbage Asset Securitization LLC (N/A); Kabbage Asset Funding 2017-A LLC (4803); Kabbage Asset Funding 2019-A LLC (8973); and Kabbage Diameter, LLC (N/A). Kabbage is a trademark of American Express used under license; Kabbage, Inc. d/b/a KServicing is not affiliated with American Express. The Debtors' mailing and service address is 925B Peachtree Street NE, Suite 383, Atlanta, GA 30309.

- *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (B) Implement Changes to Cash Management in the Ordinary Course of Business; and (II) Granting Related Relief* [Docket No. 12] (the "**Cash Management Motion**").

3. The Debtors request that, prior to the First Day Hearing, the Court enter the order (the "**Joint Administration Order**"), attached hereto as **Exhibit A**, granting the relief requested in the Joint Administration Motion, including, among other things, consolidating the above-captioned chapter 11 cases for procedural purposes only.

4. Further, in order to operate their business between the Petition Date and the First Day Hearing, the Debtors require the ability to continue to manage their cash pursuant to the Cash Management System (as defined in the Cash Management Motion) in accordance with the cash management practices sought to be approved as described more fully in the Cash Management Motion. To that end, the Debtors have prepared an emergency bridge order, a copy of which is attached hereto as **Exhibit B** (the "**Cash Management Bridge Order**"), authorizing the Debtors to use the Cash Management System on an interim basis, as more fully described in the Cash Management Motion, to the limited extent set forth in the Cash Management Bridge Order. The Debtors will seek approval of the Cash Management Motion on an interim basis at the First Day Hearing.

5. As described more fully in the First Day Declaration (as defined in the Cash Management Motion), the Debtors are a financial services company. Accordingly, absent entry of the Cash Management Bridge Order, the Debtors are unable to manage their cash pursuant to the Cash Management System and may suffer immediate and irreparable harm to their operations to the detriment and prejudice of all parties in interest.

6. The Office of the United States Trustee for the District of Delaware and the Federal Reserve Bank of San Francisco each do not oppose the relief granted by the Joint Administration Order and the Bridge Order.

WHEREFORE, the Debtors respectfully request entry of the (i) Joint Administration Order and (ii) the Bridge Order and such other and further relief as the Court may deem just and appropriate.

Dated: October 4, 2022
Wilmington, Delaware

/s/ Matthew P. Milana

RICHARDS, LAYTON & FINGER, P.A.
Daniel J. DeFranceschi (No. 2732)
Amanda R. Steele (No. 5530)
Zachary I. Shapiro (No. 5103)
Matthew P. Milana (No. 6681)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
E-mail: defranceschi@rlf.com
steele@rlf.com
shapiro@rlf.com
milana@rlf.com

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WEIL, GOTSHAL & MANGES LLP
Ray C. Schrock, P.C. (admitted *pro hac vice*)
Candace M. Arthur (admitted *pro hac vice*)
Natasha S. Hwangpo (admitted *pro hac vice*)
Chase A. Bentley (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
E-mail: ray.schrock@weil.com
candace.arthur@weil.com
natasha.hwangpo@weil.com
chase.bentley@weil.com

Proposed Attorneys for Debtors
and Debtors in Possession